

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A LESTER

RECORDATION NO.

27285-A
FILED

DEC 21 07

-10 30 AM

SURFACE TRANSPORTATION BOARD

December 21, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of December 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27285.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street,
Suite 750 - South Tower
Atlanta, GA 30308

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

Mr. Vernon A. Williams
December 21, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 boxcars within the series IFRX 306919 – IFRX 380820 (previously with ATSF, BNSF and BN reporting marks) as more particularly set forth in the schedule attached to the document).

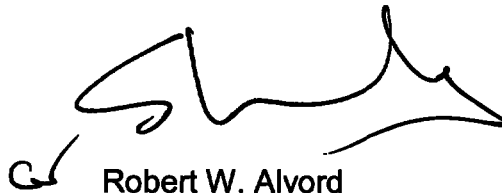
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

DEC 21 '07

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY AGREEMENT

1. Pursuant to the Security Agreement identified below, Infinity Rail II, LLC, a Georgia limited liability company ("IR II"), has granted to The CIT Group/Equipment Financing, Inc. ("CIT"), as security for certain obligations of IR II to CIT, a security interest in all of IR II's right, title, and interest in and to the railroad equipment identified on the schedule attached hereto. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR II and CIT, as amended to date.

2. The addresses of the parties are as follows:

Infinity Rail II, LLC (Debtor / Assignor)
1355 Peachtree Street
Suite 750, South Tower
Atlanta, Georgia 30309

The CIT Group/Equipment Financing, Inc. (Secured Party / Assignee)
30 South Wacker, Suite 3000
Chicago, Illinois 60606
Attention: Rail Resources, Vice President – Credit

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

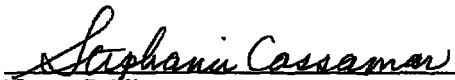
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 20, 2007.

INFINITY RAIL II, LLC
By Infinity Asset Management, LLC as Manager

By: 
Jeffrey E. Edelman, Vice President

State of Georgia)
) ss:
County of Fulton)

On December 20, 2007, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Richard A. Rossi
Title: Sr. Director

State of Illinois)
County of Cook) ss:

On Dec 12, 2007, personally appeared before me Richard A. Rossi, to me personally known, who being by me duly sworn, said that he is Sr. Director of The CIT Group/Equipment Financing, Inc., that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of such corporation.

Rachel Aukeman
Notary Public
My commission expires: 8/27/11

[NOTARIAL SEAL]



Schedule

Items relating to 60 cars leased to Carmeuse Lime, Inc.:

Acquisition Agreement:

The following Schedules to the Master Railcar Purchase and Sale Agreement dated July 31, 2006 between Progress Rail Services Corporation as seller and Infinity Rail II, LLC as buyer (each of which Schedules is executed by Progress Rail Services Corporation as seller and Infinity Rail II, LLC as buyer and incorporates the provisions of that Master Railcar Purchase and Sale Agreement): Schedule A dated August 15, 2006; Schedule A dated November 21, 2006; Schedule A dated January 3, 2007; and Schedule A dated January 16, 2007.

Lease Agreement: the following documents, together with any and all exhibits, schedules, amendments, addenda, supplements, instruments, guarantees, and other agreements related thereto:

Lease Agreement November 19, 2007, between Infinity Rail II, LLC ("IR II"), as lessor, and Carmeuse Lime, Inc. ("Carmeuse"), as lessee

Description of Cars:

4427-4750 cubic foot, 100-ton, covered hopper railcars

Quantity:

sixty (60)

Reporting marks and identifying numbers:

as listed on the following page of this Schedule.

Items relating to 60 cars leased to Carmeuse Lime, Inc.:
List of reporting marks and identifying numbers:

| Unit Count | Previous Mark | Previous Number | Current Mark | Current Number | Unit Count | Previous Mark | Previous Number | Current Mark | Current Number |
|------------|---------------|-----------------|--------------|----------------|------------|---------------|-----------------|--------------|----------------|
| 1 | ATSF | 306919 | IFRX | 306919 | 31 | BN | 445163 | IFRX | 345163 |
| 2 | ATSF | 307594 | IFRX | 307594 | 32 | BN | 445255 | IFRX | 345255 |
| 3 | ATSF | 307636 | IFRX | 307636 | 33 | BN | 445261 | IFRX | 345261 |
| 4 | ATSF | 307734 | IFRX | 307734 | 34 | BN | 445277 | IFRX | 345277 |
| 5 | ATSF | 307840 | IFRX | 307840 | 35 | BN | 445311 | IFRX | 345311 |
| 6 | ATSF | 308100 | IFRX | 308100 | 36 | BN | 449582 | IFRX | 349582 |
| 7 | ATSF | 308624 | IFRX | 308624 | 37 | BN | 449598 | IFRX | 349598 |
| 8 | ATSF | 308799 | IFRX | 308799 | 38 | BN | 450799 | IFRX | 350799 |
| 9 | ATSF | 308985 | IFRX | 308985 | 39 | BN | 450867 | IFRX | 350867 |
| 10 | ATSF | 309476 | IFRX | 309476 | 40 | BN | 450938 | IFRX | 350938 |
| 11 | ATSF | 309494 | IFRX | 309494 | 41 | BN | 450976 | IFRX | 350976 |
| 12 | ATSF | 309502 | IFRX | 309502 | 42 | BN | 453712 | IFRX | 353712 |
| 13 | ATSF | 309510 | IFRX | 309510 | 43 | BN | 454337 | IFRX | 354337 |
| 14 | ATSF | 309529 | IFRX | 309529 | 44 | BN | 454338 | IFRX | 354338 |
| 15 | ATSF | 309903 | IFRX | 309903 | 45 | BN | 454431 | IFRX | 354431 |
| 16 | ATSF | 312554 | IFRX | 312554 | 46 | BN | 454475 | IFRX | 354475 |
| 17 | BNSF | 414784 | IFRX | 314784 | 47 | BN | 454500 | IFRX | 354500 |
| 18 | BNSF | 418612 | IFRX | 318612 | 48 | BN | 454528 | IFRX | 354528 |
| 19 | BNSF | 422765 | IFRX | 322765 | 49 | BN | 454543 | IFRX | 354543 |
| 20 | BNSF | 422793 | IFRX | 322793 | 50 | BN | 454580 | IFRX | 354580 |
| 21 | BNSF | 422804 | IFRX | 322804 | 51 | BN | 457120 | IFRX | 357120 |
| 22 | BNSF | 423230 | IFRX | 323230 | 52 | BN | 457146 | IFRX | 357146 |
| 23 | BNSF | 423693 | IFRX | 323693 | 53 | BN | 457294 | IFRX | 357294 |
| 24 | BNSF | 423767 | IFRX | 323767 | 54 | BN | 457805 | IFRX | 357805 |
| 25 | BNSF | 423774 | IFRX | 323774 | 55 | BN | 457819 | IFRX | 357819 |
| 26 | BNSF | 423832 | IFRX | 323832 | 56 | BN | 458035 | IFRX | 358035 |
| 27 | BNSF | 423840 | IFRX | 323840 | 57 | BN | 458209 | IFRX | 358209 |
| 28 | BNSF | 423930 | IFRX | 323930 | 58 | BN | 458245 | IFRX | 358245 |
| 29 | BNSF | 432398 | IFRX | 332398 | 59 | BN | 458258 | IFRX | 358258 |
| 30 | BNSF | 433844 | IFRX | 333844 | 60 | BN | 480820 | IFRX | 380820 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



Robert W. Alvord